

Law Offices of

CHAPMAN AND CUTLER

Theodore S. Chapman
1877-1943
Henry E. Cutler
1879-1959

111 West Monroe Street, Chicago, Illinois 60603-4080
Telephone (312) 845-3000
Facsimile (312) 701-2361
chapman.com

Salt Lake City
50 South Main Street
Salt Lake City, Utah 84144
(801) 533-0066

July 26, 2001

Mr. Vernon A. Williams, Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-0001

RECORDATION NO. 23574-C FILED

JUL 26 '01 11-84 AM

SURFACE TRANSPORTATION BOARD

Re: Union Pacific Railroad Company
Leveraged Lease Financing
UPRR 2001-A

Dear Mr. Williams:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two original copies of the Memorandum of Lease Assignment (UPRR 2001-A), dated as of July 27, 2001, among Wells Fargo Bank Northwest, N.A., as indenture trustee (the "*Indenture Trustee*" or the "*Assignee*"), and Wilmington Trust Company, not in its individual capacity, but solely as owner trustee (the "*Owner Trustee*" or the "*Assignor*"), a secondary document as defined in the Surface Transportation Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement (UPRR 2001-A), dated as of July 27, 2001, between Lessor and Lessee which is being submitted for recording concurrently therewith.

The names and addresses of the parties to the enclosed document are as follows:

Indenture Trustee and Assignee:	Wells Fargo Bank Northwest, N.A. MAC: U1254-031 79 South Main Street Salt Lake City, Utah 84111 Attention: Corporate Trust Services Baltimore, Maryland
------------------------------------	---

Owner Trustee and Assignor:	Wilmington Trust Company Rodney Square North 1100 North Market Street Wilmington, Delaware 19890-0001 Attention: Corporate Trust Administration
--------------------------------	---

The equipment covered as of the date hereof by the aforesaid Memorandum of Lease Assignment consists of 44 General Electric Company AC4400CW Diesel Electric Locomotives bearing the reporting marks UPRR 5700 through UPRR 5710, inclusive; UPRR 5712; UPRR 5713; UPRR 5723 through UPRR 5725, inclusive; UPRR 5727 through UPRR 5729, inclusive;

1239079.01.02
1535210

Law Offices of
CHAPMAN AND CUTLER

UPRR 5732 through UPRR 5734, inclusive; 5737; UPRR 5738; UPRR 5743 through UPRR 5746, inclusive; UPRR 5749 through UPRR 5752, inclusive; UPRR 5754 through UPRR 5760, inclusive; UPRR 5762 through UPRR 5765, inclusive; UPRR 5767; and 17 General Electric Company AC6000CW Diesel Electric Locomotives bearing the reporting marks UPRR 7563 through UPRR 7579, inclusive; all as specifically described in Exhibit A attached hereto.

A short summary of the document to appear in the index follows:

Memorandum of Lease Assignment (UPRR 2001-A) among Wells Fargo Bank Northwest, N.A., as Indenture Trustee and Wilmington Trust Company, not in its individual capacity, but solely as Owner Trustee.

A fee of twenty-eight dollars (\$28.00) is enclosed. Please time and date stamp the enclosed copy of the enclosed document along with the extra copy of this letter as proof of filing and recordation of the enclosed document and return the original and any extra copies of such document and this letter not needed by the Board for recordation to:

Robert Alvord
Alvord and Alvord
1600 K Street, N.W.
Suite 200
Washington, D.C 20006-2973

If you have any questions or need further information, please do not hesitate to contact the undersigned (312-845-3892).

Sincerely,

CHAPMAN AND CUTLER

By Karl T. Williams
Karl T. Williams

KTW/tad
Enclosures

EXHIBIT A**UNITS**

EQUIPMENT	QUANTITY	ROAD NUMBERS
General Electric Company AC4400CW Diesel Electric Locomotives	44	UPRR 5700 through UPRR 5710, inclusive; UPRR 5712; UPRR 5713; UPRR 5723 through UPRR 5725, inclusive; UPRR 5727 through UPRR 5729, inclusive; UPRR 5732 through UPRR 5734, inclusive; UPRR 5737; UPRR 5738; UPRR 5743 through UPRR 5746, inclusive; UPRR 5749 through UPRR 5752, inclusive; UPRR 5754 through UPRR 5760, inclusive; UPRR 5762 through UPRR 5765, inclusive; UPRR 5767
General Electric Company AC6000CW Diesel Electric Locomotives	17	UPRR 7563 through UPRR 7579, inclusive

RECORDATION NO. 23574-C FILED

MEMORANDUM OF LEASE ASSIGNMENT
(UPRR 2001-A)

JUN 26 '01 11-34 AM

SURFACE TRANSPORTATION BOARD

Memorandum of Lease Assignment, made and entered into as of July 27, 2001, by and between Wilmington Trust Company, a Delaware banking corporation, not in its individual capacity, but solely as Owner Trustee ("*Owner Trustee*"), and Wells Fargo Bank Northwest, N.A., a national banking association, as Indenture Trustee ("*Indenture Trustee*").

WITNESSETH:

1. Owner Trustee and Union Pacific Railroad Company ("*Lessee*") have entered into a Lease Agreement (UPRR 2001-A), dated as of July 1, 2001, covering certain railroad equipment bearing reporting marks as listed on Exhibit A attached hereto.

2. Memoranda of said Lease Agreement was recorded with the Surface Transportation Board on July __, 2001 at _____.m. under recordation number _____, pursuant to Section 11301 of Title 49 of the United States Code.

3. The undersigned have entered into that certain Indenture and Security Agreement (UPRR 2001-A), dated as of July 1, 2001, and Lease and Indenture Supplement No. 1 thereto, dated as of July 27, 2001, pursuant to which Wilmington Trust Company, not in its individual capacity, but solely as Owner Trustee, has assigned the aforesaid Lease Agreement, the aforesaid Lease and Indenture Supplement No. 1, and the rents and other proceeds therefrom (with certain exceptions) to Wells Fargo Bank Northwest, N.A., as Indenture Trustee.

4. Memoranda of said Indenture and Security Agreement and of said Lease and Indenture Supplement No. 1 were recorded with the Surface Transportation Board on July __, 2001 at _____.m. under recordation numbers _____ and _____, respectively, pursuant to Section 11301 of Title 49 of the United States Code.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum of Lease Assignment to be duly executed by their respective officers duly authorized on the date and year first above written.

WILMINGTON TRUST COMPANY, not in its
individual capacity, but solely as Owner
Trustee

By _____
Name: **JAMES P. LAWLER**
Title: **Vice President**

Executed on this 23rd day of July, 2001.

WELLS FARGO BANK NORTHWEST, N.A.

By _____
Name:
Title:

Executed on this ____ day of July, 2001.


IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum of Lease Assignment to be duly executed by their respective officers duly authorized on the date and year first above written.

WILMINGTON TRUST COMPANY, not in its
individual capacity, but solely as Owner
Trustee

By _____
Name:
Title:

Executed on this ____ day of July, 2001.

WELLS FARGO BANK NORTHWEST, N.A.

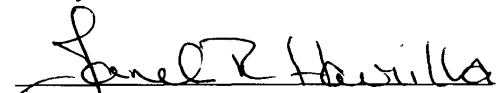
By  _____
Name: BRETT R. KING
Title: VICE PRESIDENT

Executed on this 23rd day of July, 2001.

STATE OF Delaware)
) SS.:
COUNTY OF New Castle)

On this, the 23rd day of July, 2001, before me, a Notary Public in and for said County and State, personally appeared James P. Lawler, who being by me duly sworn, says that (s)he is the Vice President of WILMINGTON TRUST COMPANY, that said instrument was signed on July 23, 2001 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.


Name: JANEL R. HAVRILLA
Notary Public NOTARY PUBLIC-DELAWARE
My Commission Expires Feb. 2, 2005
Residing in Wilmington, DE

(SEAL)

STATE OF _____)
) SS.:
COUNTY OF _____)

On this, the ____ day of July, 2001, before me, a Notary Public in and for said County and State, personally appeared _____, who being by me duly sworn, says that (s)he is the _____ of WELLS FARGO BANK NORTHWEST, N.A., that said instrument was signed on July __, 2001 on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name:
Notary Public
My Commission Expires:
Residing in _____

(SEAL)

STATE OF _____)
) SS.:
COUNTY OF _____)

On this, the ____ day of July, 2001, before me, a Notary Public in and for said County and State, personally appeared _____, who being by me duly sworn, says that (s)he is the _____ of WILMINGTON TRUST COMPANY, that said instrument was signed on July __, 2001 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

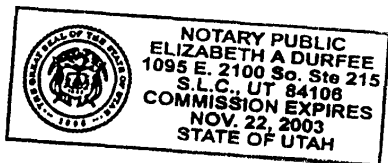
Name:
Notary Public
My Commission Expires:
Residing in _____

(SEAL)

STATE OF Utah)
) SS.:
COUNTY OF Salt Lake)

On this, the 23rd day of July, 2001, before me, a Notary Public in and for said County and State, personally appeared Brett R. King, who being by me duly sworn, says that (s)he is the VICE PRESIDENT of WELLS FARGO BANK NORTHWEST, N.A., that said instrument was signed on July 23, 2001 on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



(SEAL)

[Signature]
Name:
Notary Public
My Commission Expires:
Residing in Utah

EXHIBIT A**UNITS**

EQUIPMENT	QUANTITY	ROAD NUMBERS
General Electric Company AC4400CW Diesel Electric Locomotives	44	UPRR 5700 through UPRR 5710, inclusive; UPRR 5712; UPRR 5713; UPRR 5723 through UPRR 5725, inclusive; UPRR 5727 through UPRR 5729, inclusive; UPRR 5732 through UPRR 5734, inclusive; UPRR 5737; UPRR 5738; UPRR 5743 through UPRR 5746, inclusive; UPRR 5749 through UPRR 5752, inclusive; UPRR 5754 through UPRR 5760, inclusive; UPRR 5762 through UPRR 5765, inclusive; UPRR 5767
General Electric Company AC6000CW Diesel Electric Locomotives	17	UPRR 7563 through UPRR 7579, inclusive